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**FLORIDA NON-PROFIT CORPORATION  
GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

**ARTICLE I - NAME**

The name of this corporation is GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at 2895 Grey Oaks Boulevard, Tarpon Springs, Florida 34689, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be ROGER A. LARSON, 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described on Exhibit "A" attached hereto and made a part hereof by reference, herein called the "Properties". The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Covenants, Conditions and Restrictions relating to the Properties now or hereafter recorded among the Public Records of Pinellas County, Florida, and any amendments or modifications thereof, herein together called the "Declaration." For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

Prepared by:  
Roger A. Larson, Esq.  
Johnson, Pope, Bokor, Ruppel & Burns, LLP  
911 Chestnut Street  
Clearwater, FL 33756  
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(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

#### **ARTICLE V - MEMBERSHIP AND VOTING RIGHTS**

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the provisions of the Declaration to assessment by this Association, shall be a member of this Association. The foregoing does not include persons or entities who hold a leasehold interest or an interest merely as security for the performance of an obligation. Ownership, as defined above, shall be the sole qualification for membership. When any Lot is owned of record by two or more persons or other legal entity, all such persons or entities shall be members. An Owner of more than one Lot shall be entitled to one membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lots which are subject to assessment, and shall be automatically transferred by the conveyance of that Lot. The Declarant shall be a member of the Association so long as it owns one (1) or more Lots.

B. Membership Classifications. The Association shall have two classes of voting membership, Class A, and Class B. All votes shall be cast in the manner provided in the Bylaws. The two classes of voting memberships, and voting rights related thereto, are as follows:

(1) Class A. Class A members shall be all Owners of Lots subject to assessment: provided, however, so long as there is Class B membership the Declarant shall not be a Class

A member. When more than one person or entity holds an interest in any Lots, the vote for such Lots shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to such Lots nor shall any split vote be permitted with respect to such Lots. Every Owner of a Lot within the Properties, who is a Class A member, shall be entitled to one (1) vote for that Lot.

(2) Class B. The Class B member of the Association shall be the Declarant until such Class B membership is converted to Class A at Declarant's option or as hereinafter set forth. Class B Lots shall be all Lots, owned by the Declarant which have not been converted to Class A as provided below. The Declarant shall be entitled to three (3) votes for each Class B Lot which it owns.

C. Termination of Class B. From time to time, Class B membership may cease and be converted to Class A membership, and any Class B Lots, then subject to the terms of this Declaration shall become Class A Lots, upon the happening of any of the following events, whichever occurs earliest:

- (1) When ninety (90%) percent of the Lots are conveyed to Owners, other than Declarant; or
- (2) On October 30, 2015; or
- (3) When the Declarant waives in writing its right to Class B membership.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Marc Rutenberg	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689
William Dolence	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689
Jean Gendebien	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

#### **ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner

prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Marc Rutenberg	President	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689
William Dolence	Vice President	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689
Jean Gendebien	Secretary/Treasurer	2895 Grey Oaks Boulevard Tarpon Springs, FL 34689

#### ARTICLE VIII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger A. Larson	911 Chestnut Street Clearwater, FL 33756

#### ARTICLE IX - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

#### ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

#### ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved either:

(a) by not less than two-thirds (2/3) of the entire membership of the Board of Directors and also by not less than fifty-one (51) percent of the votes of the voting members duly qualified to vote; or

(b) by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote, regardless of approval of the Board of Directors.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

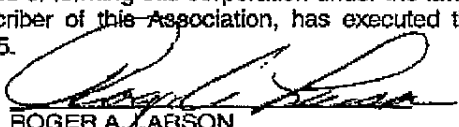
#### **ARTICLE XII - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE XIII - INTERPRETATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

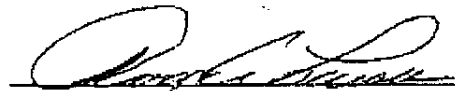
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 5 day of May, 2005.

  
ROGER A. LARSON  
Subscriber

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for GREY OAKS PHASE 2 HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 5 day of May, 2005.

  
ROGER A. LARSON  
Registered Agent

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
05 MAY -5 AM 9:48

**Registered Office:**

911 Chestnut Street  
Clearwater, Florida 33756

**Principal Corporation Office:**

2895 Grey Oaks Boulevard  
Tarpon Springs, FL 34689

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